

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-1

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*Counsel to the Debtors
and Debtors-in-Possession*

In re:

NEW ENGLAND MOTOR FREIGHT, INC., *et al.*,

Debtors.¹

FILED
JEANNE A. NAUGHTON, CLERK

MAY 29 2019

U.S. BANKRUPTCY COURT
NEWARK, N.J.
BY *Ronny Plante* DEPUTY

Chapter 11

Case No. 19-12809 (JKS)

(Jointly Administered)

SECOND ORDER IN AID OF NEMF AUCTION SALE ORDER [ECF 434]

The relief set forth on the following pages, numbered two (2) through and including four (4), is hereby **ORDERED**.

5/29/19 *JKS*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: New England Motor Freight, Inc. (7697); Eastern Freight Ways, Inc. (3461); NEMF World Transport, Inc. (2777); Apex Logistics, Inc. (5347); Jans Leasing Corp. (9009); Carrier Industries, Inc. (9223); Myar, LLC (4357); MyJon, LLC (7305); Hollywood Avenue Solar, LLC (2206); United Express Solar, LLC (1126); and NEMF Logistics, LLC (4666).

Debtors: New England Motor Freight, Inc., *et al.*

Case No.: 19-12809 (JKS)

Caption: SECOND Order in Aid of NEMF Auction Sale Order [ECF 434]

Upon consideration of the Debtors' Motion for Entry of a Second Order in Aid of the NEMF Auction Sale Order (defined below) (the "Motion"), supported by Declaration of Vincent J. Colistra (the "Colistra Declaration"), requesting that the Court enter an Order, in Aid of Order (A) Authorizing the Debtors to Sell at Auction Substantially all of Debtor NEMF's Personal Property Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Auction Procedures Relating to Such Auction Sales, and (C) Granting Related Relief (the "NEMF Auction Sale Order") (Docket No. 434) to amend the NEMF Sale Order to provide for and authorize the sale of certain personal property owned by Debtors other than NEMF; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey as amended on September 18, 2012 (Simandle, C.J.); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that entry of this Order is authorized under the facts and circumstances and that no affected parties in interest have objected to entry of the Order; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought by way of the Motion is in the best interests of the Debtors, their estates, creditors and parties in interest; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The provisions of paragraph 2 of the NEMF Auction Sale Order are supplemented

as follows:

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Caption: SECOND Order in Aid of NEMF Auction Sale Order [ECF 434]

- a. to provide that the definition of “Equipment” shall be expanded to include any assets identified in the Engagement Agreement that are owned by a Debtor other than NEMF; and
 - b. to provide that the Debtors and T&M are authorized pursuant to sections 363 and 105(a) of the Bankruptcy Code to sell additional personal property assets owned by Debtors other than NEMF, including but not limited to Eastern Freight Ways, Inc., Jans Leasing Corp., and Carrier Industries, Inc. (the “Additional Equipment”), at the Auctions approved under the NEMF Auction Sale Order, notwithstanding that such assets are not identified in the Engagement Agreement. The Additional Equipment shall include, but not be limited to, the assets identified on **Exhibit A** hereto.
3. All terms of the NEMF Auction Sale Order applicable to the sale of property owned by NEMF shall apply to the sale of property, as authorized herein, owned by any other Debtor.
4. Nothing herein shall affect the finality of the NEMF Auction Sale Order. All parties’ rights are preserved, and nothing in this Order or any action taken to consummate the auction sales shall be deemed to impair, compromise or bind the parties, including without limitation, (i) claims of cross collateralization, (ii) allocation of sales proceeds, (iii) valuation, (iv) deficiency claims against the Debtors, or (v) any other theory relating to the rights to sale proceeds or claims against the Debtors’ bankruptcy estates.
5. The Debtors shall serve a copy of this Order by (A) electronic mail, on (i) the Office of the United States Trustee for the District of New Jersey, (ii) counsel to the Official Committee of Unsecured Creditors, (iii) all lenders asserting a lien on the Debtors’ Equipment;

Debtors: New England Motor Freight, Inc., *et al.*

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Caption: SECOND Order in Aid of NEMF Auction Sale Order [ECF 434]

and (B) by ECF electronic notice to all parties that have requested to receive notice pursuant to Bankruptcy Rule 2002 within two (2) business days after the entry of this Final Order.

6. This Court shall retain exclusive jurisdiction over any and all disputes arising under or otherwise relating to the construction, performance, interpretation and enforcement of the terms and provisions of this Order.

EXHIBIT A

EFW Assets Scheduled for Auction – As of May 28, 2019

Type of Equipment	Unit Number	Description	VIN #	Location	YEAR	MAKE	MODEL	Bank Encumbered	EST. LOAN BALANCE
Tractor	43217	EFW SLEEPER	1FUJGHDV1HLHL2177	TBD	2017	FRGHT	CASCADIA	Wells Fargo	\$77,237
Tractor	9361	TRACTOR EFW	1M1AA13Y8SW048709	TBD	1995	MACK	CH613	None	N/A
Tractor	9365	TRACTOR EFW	1M1AA13Y3SW049752	TBD	1995	MACK	CH613	None	N/A
Tractor	9369	TRACTOR EFW	1M1AA13Y0SW049756	TBD	1995	MACK	CH613	None	N/A
Vans	L90050	TRAILER	1S12S8486TD400203	BOSTON	1996	STRICK	VAN	None	N/A
Vans	L90054	TRAILER	1S12S8483TD400207	TBD	1996	STRICK	VAN	None	N/A
Vans	L90058	TRAILER	1S12S8485TD400211	TBD	1996	STRICK	VAN	None	N/A
Vans	L90059	TRAILER	1S12S8487TD400212	TBD	1996	STRICK	VAN	None	N/A
Vans	L90060	TRAILER	1S12S8489TD400213	BOSTON	1996	STRICK	VAN	None	N/A
Vans	L90062	TRAILER	1S12S8482TD400215	TBD	1996	STRICK	VAN	None	N/A
Vans	L90063	TRAILER	1S12S8484TD400216	TBD	1996	STRICK	VAN	None	N/A
Vans	L90071	TRAILER	1S12S8483TD400224	TBD	1996	STRICK	VAN	None	N/A
Vans	L90075	TRAILER	1S12S8480TD400228	TBD	1996	STRICK	VAN	None	N/A
Vans	L90081	TRAILER	1S12S8486TD400234	BOSTON	1996	STRICK	VAN	None	N/A
Vans	L90082	TRAILER	1S12S8488TD400235	TBD	1996	STRICK	VAN	None	N/A
Vans	L90089	TRAILER	1S12S8485TD400242	TBD	1996	STRICK	VAN	None	N/A
Vans	L90090	TRAILER	1S12S8487TD400243	TBD	1996	STRICK	VAN	None	N/A
Vans	L90097	TRAILER	1S12S8484TD400250	TBD	1996	STRICK	VAN	None	N/A
Vans	L90099	TRAILER	1S12S8488TD400252	TBD	1996	STRICK	VAN	None	N/A
Vans	93000	TRAILER	1S12S9535TD400153	TBD	1996	STRICK	VAN	None	N/A
Vans	93001	TRAILER	1S12S9537TD400154	TBD	1996	STRICK	VAN	None	N/A
Vans	93006	TRAILER	1S12S9536TD400159	TBD	1996	STRICK	VAN	None	N/A
Vans	93007	TRAILER	1S12S9532TD400160	TBD	1996	STRICK	VAN	None	N/A

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Vans	93008	TRAILER	1S12S9534TD400161	TBD	1996	STRICK	VAN	None	N/A
Vans	93009	TRAILER	1S12S9536TD400162	TBD	1996	STRICK	VAN	None	N/A
Vans	93010	TRAILER	1S12S9538TD400163	TBD	1996	STRICK	VAN	None	N/A
Vans	93015	TRAILER	1S12S9537TD400168	BOSTON	1996	STRICK	VAN	None	N/A
Vans	93018	TRAILER	1S12S9537TD400171	TBD	1996	STRICK	VAN	None	N/A
Vans	93022	TRAILER	1S12S9534TD400175	TBD	1996	STRICK	VAN	None	N/A
Vans	93024	TRAILER	1S12S9538TD400177	TBD	1996	STRICK	VAN	None	N/A
Vans	93025	TRAILER	1S12S953XTD400178	TBD	1996	STRICK	VAN	None	N/A
Vans	93026	TRAILER	1S12S9531TD400179	TBD	1996	STRICK	VAN	None	N/A
Vans	93027	TRAILER	1S12S9538TD400180	TBD	1996	STRICK	VAN	None	N/A
Vans	93030	TRAILER	1S12S9533TD400183	TBD	1996	STRICK	VAN	None	N/A
Vans	93033	TRAILER	1S12S9539TD400186	TBD	1996	STRICK	VAN	None	N/A
Vans	93034	TRAILER	1S12S9530TD400187	TBD	1996	STRICK	VAN	None	N/A
Vans	93036	TRAILER	1S12S9534TD400189	TBD	1996	STRICK	VAN	None	N/A
Vans	93040	TRAILER	1S12S9536TD400193	TBD	1996	STRICK	VAN	None	N/A
Vans	93042	TRAILER	1S12S953XTD400195	BUFFALO	1996	STRICK	VAN	None	N/A
Vans	93043	TRAILER	1S12S9531TD400196	BOSTON	1996	STRICK	VAN	None	N/A
Vans	93044	TRAILER	1S12S9533TD400197	TBD	1996	STRICK	VAN	None	N/A
Vans	93046	TRAILER	1S12S9537TD400199	TBD	1996	STRICK	VAN	None	N/A
Miscellaneous	P50	SNOW PLOW	U686ST4994	TBD	1980	MACK	U686ST	None	N/A
Storage Trailers	STL90051	STORAGE	1S12S8488TD400204	COLUMBUS	1996	STRICK	VAN	None	N/A
Storage Trailers	STL90087	STORAGE	1S12S8481TD400240	COLUMBUS	1996	STRICK	VAN	None	N/A
Storage Trailers	ST9057	STORAGE UNIT	1S12S8483TD400210	TBD	1996	STRICK	VAN	None	N/A
Storage Trailers	STL90092	STORAGE TRAILER	1S12S8480TD400245	TBD	1996	STRICK	VAN	None	N/A
Storage Trailers	ST93012	STORAGE	1S12S9531TD400165	TBD	1996	STRICK	VAN	None	N/A

Storage Trailers	ST93041	STORAGE	1S12S9538TTD400194	TBD	1996	STRICK	VAN	None	N/A
Storage Trailers	STL90069	STORAGE	1S12S848XTD400222	TBD	1996	STRICK	VAN	None	N/A
Storage Trailers	ST389	STORAGE	1S12S8482TTD400229	TBD	1996	STRICK	VAN	None	N/A
Storage Trailers	ST391	STORAGE	1S12S8480TTD400231	TBD	1996	STRICK	VAN	None	N/A

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Imaged Certificate of Notice Page 8 of 10

United States Bankruptcy Court
District of New JerseyIn re:
New England Motor Freight, Inc.
DebtorCase No. 19-12809-JKS
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0312-2

User: admin
Form ID: pdf903Page 1 of 3
Total Noticed: 8

Date Rcvd: May 29, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 31, 2019.

db +New England Motor Freight, Inc., 1-71 North Ave E, Elizabeth, NJ 07201-2958
 aty #+Brent C. Strickland, Whiteford, Taylor & Preston L.L.P., 7501 Wisconsin Avenue, Suite 700W, Bethesda, MD 20814-6521
 aty +Gibbons, P.C., One Gateway Center, Newark, NJ 07102-5321
 aty Howard A. Cohen, Gibbons P.C., 300 Delaware Avenue, Suite 1015, Wilmington, DE 19801-1671
 aty Jeffrey L. Nagel, Gibbons P.C., One Pennsylvania Plaza, 37th Floor, New York, NY 10119-3701
 aty +Todd M. Brooks, Whiteford, Taylor & Preston L.L.P., 7 St. Paul Street, Suite 1500, Baltimore, MD 21202-1636
 aty +WASSERMAN, JURISTA & STOLZ, P.C., 110 Allen Road, Suite 304, Basking Ridge, NJ 07920-4500
 aty +Whiteford Taylor & Preston, Seven Saint paul St. Ste 1800, Baltimore, MD 21202-1639

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

Addresses marked '#' were identified by the USPS National Change of Address system as requiring an update.
While the notice was still deliverable, the notice recipient was advised to update its address with the court immediately.**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.****Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: May 31, 2019

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 29, 2019 at the address(es) listed below:

Alan J. Brody on behalf of Creditor JP Morgan Chase brody@gtlaw.com, NJLitDock@gtlaw.com
 Andrew R. Turner on behalf of Defendant Protective Insurance Company courts@turnerlaw.net
 Andrew R. Turner on behalf of Interested Party Protective Insurance Company courts@turnerlaw.net
 Anthony Sodono, III on behalf of Creditor Jalil Walters asodono@msbnj.com
 Anthony Sodono, III on behalf of Creditor Mercedes Benz Financial Services USA LLC asodono@msbnj.com
 Anthony Sodono, III on behalf of Creditor Rasheeda Carter asodono@msbnj.com
 Anthony Sodono, III on behalf of Defendant Jalil Waters and Rashida Carter asodono@msbnj.com
 Beth J. Rotenberg on behalf of Creditor Berkley Insurance Company brotenberg@csglaw.com, ecf@csglaw.com
 Blake D. Roth on behalf of Creditor Bridgestone Americas Tire Operations, LLC blake.roth@wallerlaw.com, chris.cronk@wallerlaw.com; deborah.liles@wallerlaw.com; katie.stenberg@wallerlaw.com
 Brett Steven Theisen on behalf of Plaintiff New England Motor Freight, Inc. btheisen@gibbonslaw.com
 Brett Steven Theisen on behalf of Debtor New England Motor Freight, Inc. btheisen@gibbonslaw.com
 Brian Glass on behalf of Interested Party PA Department of Environmental Protection briaglass@pa.gov, verkanova@pa.gov
 Brian W. Hofmeister on behalf of Creditor Larry L. Banks bwh@hofmeisterfirm.com
 Catherine L. Corey on behalf of Creditor East River Energy, Inc. clcorey@nmmlaw.com
 Chad J. Toms on behalf of Debtor New England Motor Freight, Inc. ctoms@wtplaw.com
 Christopher Lynch on behalf of Creditor Fifth Third Bank clynch@reedsmith.com
 Christopher John Leavell on behalf of Plaintiff Mary Carlin cleavell@klehr.com, lclark@klehr.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Christopher John Leavell on behalf of Plaintiff Dan Webster cleavell@klehr.com,
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Christopher John Leavell on behalf of Interested Party Class Plaintiffs at al
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Denise A. Kuhn on behalf of Creditor Dept. of Revenue Commonwealth of Pennsylvania, department
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John R. Morton, Jr. on behalf of Creditor CAB East LLC, serviced by Ford Motor Credit Company
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Justin W. Gray on behalf of Creditor Janice A. Goodall gray@maynardoconnorlaw.com,
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Karen A. Giannelli on behalf of Plaintiff Myar, LLC kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Apex Logistics, Inc. kgianelli@gibbonslaw.com
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Karen A. Giannelli on behalf of Plaintiff United Express Solar, LLC kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Jans Leasing Corp. kgianelli@gibbonslaw.com
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Karen A. Giannelli on behalf of Debtor Hollywood Avenue Solar, LLC kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Apex Logistics, Inc. kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff MyJon, LLC kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor MyJon, LLC kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Plaintiff Jans Leasing Corp. kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor Eastern Freight Ways, Inc. kgianelli@gibbonslaw.com
Karen A. Giannelli on behalf of Debtor United Express Solar, LLC kgianelli@gibbonslaw.com

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

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Rene S. Roupinian on behalf of Plaintiff Rich Richardson rsr@outtengolden.com
Rene S. Roupinian on behalf of Plaintiff Alice Waters rsr@outtengolden.com
Richard Albuquerque on behalf of Creditor MICHAEL SINGLEY richarda@djdlawyers.com
Richard S. Kanowitz on behalf of Unknown Role Type Ad Hoc Group of Tort Claimants
rkanowitz@cooley.com, mklein@cooley.com; jindyke@cooley.com; efiling-notice@ecf.pacerpro.com
Rick Aaron Steinberg on behalf of Creditor TOTE Maritime rsteinberg@pricemeese.com
Robert A. Burke on behalf of Defendant Jenny Munson Andress, individually and as the
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TOTAL: 113